

Regulator File No.

84-01100

In accordance with Rule 202 of Regulation S-T, this amendment to Form TA-1 is being filed in paper pursuant to a continuing hardship exemption.

OMB Approval

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM TA-1 /A

**UNIFORM FORM FOR REGISTRATION AS A TRANSFER AGENT AND FOR AMENDMENT TO REGISTRATION
PURSUANT TO SECTION 17A OF THE SECURITIES AND EXCHANGE ACT OF 1934**

GENERAL: Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation or the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934. Read all instructions before completing this form. Please print or type all responses.

1. Appropriate regulatory agency (check one) (See General Instruction D):	
<input type="checkbox"/> Comptroller of the Currency	<input type="checkbox"/> Board of Governors of the Federal Reserve System
<input type="checkbox"/> Federal Deposit Insurance Corporation	<input checked="" type="checkbox"/> Securities and Exchange Commission
2. Filing Status of this form (check one):	
<input type="checkbox"/> Registration	<input checked="" type="checkbox"/> Amendment to Registration
3. a. Full name of registrant: Goldman, Sachs & Co.	
Previous name, if being amended: N/A	
b. Financial Industry Number Standard (FINS) number (See Special Instruction A1): 900050	
c. Address of principal office where transfer agent activities are, or will be, performed (See Special Instruction A2): (Number and Street) (City) (State) (Zip Code) 71 S. Wacker Dr. Suite 500 Chicago, IL 60606	
d. Mailing address, if different from response to Question 3c. N/A	
e. Telephone Number: (Include Area Code) 312-655-4400	
4. Does registrant conduct, or will conduct transfer agent activities at any location other than that given in question 3c above? If "yes", provide address(es):	
Yes	No
<input type="checkbox"/>	<input type="checkbox"/>
5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)? (See Special Instruction A5)	
Yes	No
<input type="checkbox"/>	<input type="checkbox"/>

SEC 1528 (9-01)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Form TA-1
Page 2

Applicant Name: Goldman, Sachs & Co.

Date: December 7, 2011

6. Has registrant, as a named transfer agent, engaged, or will it engage, a service company to perform any transfer agent functions?

Yes ☐ No ☐

If "yes," provide the name(s) and address(es) of all service companies engaged, or that will be engaged, by the registrant to perform its transfer agent functions:

Name:

Address: (Number and Street) (City) (State) (Zip Code)

Name:

Address: (Number and Street) (City) (State) (Zip Code)

7. Has registrant been engaged, or will it be engaged, as a service company by a named transfer agent to perform transfer agent functions?

Yes ☐ No ☐

If "yes," provide the name(s) and FINS number(s) of the named transfer agent(s) for which the registrant has been engaged, or will be engaged as a service company to perform transfer agent functions:

Delete

Name:

FINS Number:

☐

Name:

FINS Number:

☐

Name:

FINS Number:

☐

Name:

FINS Number:

☐

Name:

FINS Number:

☐

☐

**ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)**

EXECUTION: The registrant submitting this form, and as required, the SEC supplement and Schedules A-D, And the executing official hereby represent that all the information contained herein is true, correct and complete.

Manual signature of Official responsible for form:

Title:

Chief Compliance Officer

Name of Official responsible for form:
(First name, Middle name, Last name)

Robert Allan Mass

Date Executed (Month/Day/Year):
December 7, 2011

Regulator/File No.

84-01100

Supplement to Form TA-1

Page 2

(3) Found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted?..... ☐ Yes ☐ No

(4) Entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities?..... ☐ Yes ☐ No

D. Has any other Federal regulatory agency or any state regulatory agency:

(1) ever found the applicant or a control affiliate to have made a false statement or omission or to have been dishonest, unfair, or unethical? ☒ Yes ☐ No

(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes? ☒ Yes ☐ No

(3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? ☐ Yes ☐ No

(4) in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity? ☐ Yes ☐ No

(5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license, or prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities? ☐ Yes ☐ No

(6) ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant? ☐ Yes ☐ No

E. Has any self-regulatory organization or commodities exchange ever:

(1) found the applicant or a control affiliate to have made a false statement or omission? ☐ Yes ☐ No

(2) found the applicant or a control affiliate to have been involved in a violation of its rules? ☒ Yes ☐ No

(3) found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business? ☐ Yes ☐ No

(4) Disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities? ☐ Yes ☐ No

F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud? ☒ Yes ☐ No

G. Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to parts A-F of this item? ☐ Yes ☐ No

H. Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate? ☐ Yes ☐ No

I. Does the applicant or a control affiliate have any unsatisfied judgments or liens against it? ☐ Yes ☐ No

4. For each yes to Item 3, provide on Schedule D the following details of any court or regulatory action:

- The individuals named in the action
- The title and date of the action
- The court or body taking the action and its location

A description of the proceeding

File Number
84-01100**Schedule A of SEC Supplement to Form TA-1
For Corporate Registrants**

This form requests information on corporate registrants.

- Please complete appropriate columns for:
 - each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, and persons with similar status or functions and
 - each other person who is, directly or indirectly the beneficial owner of 5% or more of any class of equity security of registrant.
- Check "Control Person" column if person has "control". Control is defined as:
Control – the power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
- Ownership codes are:
 NA – 0 – 5% B – 10% up to 25% D – 50% - 75%
 A – 5% - 10% C – 25% up to 50% E – 75% - 100%

ADD

Section for Initial Registration and for Amendments Reporting Additional Persons.

Full Name

Social Security
NumberDate of Relationship
(beginning)Title or
StatusOwnership
CodeControl
Person

Last First Middle

AMEND

Section for amendments reporting changes in the title, status or ownership code of previously reported persons.

DELETE

Section for amendments to report deletion of previously reported persons.

Ending

File Number 84-01100	Schedule B of SEC Supplement to Form TA-1 For Partnership Registrants	
Date: Mo/Day/Yr 12/7/2011	Full Name of Registrant: Goldman, Sachs & Co.	

This form requests information on partnership registrants.

1. Please complete for all general partners and list all limited and special partners who have contributed 5% or more of the partnership's capital.
2. For each partner, complete appropriate columns below.
3. Check "Control Person" column if person has "control." Control is defined as:
Control: The power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
4. Ownership codes are:
NA - 0 - 5% B - 10% up to 25% D - 50% - 75%
A - 5% - 10% C - 25% up to 50% E - 75% - 100%

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
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Full Name Last First Middle	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person

AMEND	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.

DELETE	Section for amendments to report deletion of previously reported persons.
	Ending

File Number	Schedule D of SEC Supplement to Form TA-1	
84-01100		
Date: Mo/Day/Yr 12/7/2011	Full Name of Registrant: Goldman, Sachs & Co.	

Use this Schedule to report details of affirmative responses to questions contained in the SEC Supplement.

Item on Form (Identify)	Answer
3F	<p>NYSE Euronext LIFFE Market Services, Case Reference No. 20080219GSF</p> <p>Pursuant to settlement proceedings, NYSE Euronext LIFFE ("LIFFE") Market Services, London ("MSL") alleged that on February 19, 2008, Goldman Sachs International ("GSI"), through the agency of an unregistered individual, procured matching business for two client orders which, in each case, were at a price inside the minimum price movement of the Sterling Futures Contract, and which necessitated the execution of two trades in the same strategy at different price levels to achieve the average price, in alleged violation of LIFFE Rule 2.2.3. Further to the settlement proceedings, and following the reduction of the fine by one third, it was agreed that GSI be fined £5,666, and make a contribution of £6,000 towards the costs incurred as a result of the disciplinary proceeding, in relation to contravention of General Notice No. 2515, in respect of facilitating contingent orders which had the effect of achieving a transaction at an average price inside the minimum price movement of the contract concerned. GSI made payment of a monetary penalty to LIFFE of £11,666 in the aggregate by submission of a wire on April 9, 2009. MSL (i) acknowledged that GSI had apologized for the incident and had co-operated fully with MSL during the course of its preliminary investigation, (ii) accepted that neither the sales person nor the responsible person involved had benefitted from the execution of the block trades, and that (iii) GSI had taken steps, since the incidents, to ensure that all relevant staff were fully aware of the provisions of General Notice 2515.</p>
3E(2)	<p>ICE Futures U.S., Inc., Case No. 2011-019</p> <p>In a Notice of Summary Fine dated October 13, 2011, ICE Futures U.S., Inc. ("ICE") Compliance Department informed Goldman, Sachs & Co. (the "Firm") that, after completing a review of audit trail data corresponding to orders that were routed to the ICE Electronic Trade System ("ETS") through a third-party front-end employed by a client of the Firm, ICE Compliance Department concluded that the Firm failed to provide complete electronic audit trail data corresponding to 18 orders that were entered onto the ETS in October 2010, in alleged violation of ICE Rule 27.12A. Without admitting or denying the allegations, the Firm consented to a fine in the amount of \$5,000 which was paid by submission of a wire on October 21, 2011.</p>
3D(1); 3D(2)	<p>Minnesota Department of Commerce, File 16249</p> <p>Various state regulators, including the Minnesota Department of Commerce, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Order with the Minnesota Department of Commerce on October 27, 2011, in which: (i) the Minnesota Department of Commerce alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$176,017.95 to the Minnesota Department of Commerce, which amount was paid on November 3, 2011.</p>

3D(1); 3D(2)	<p>Department of Insurance, Securities and Banking of the District of Columbia, Order No. SB-CO-24-11</p> <p>Various state regulators, including the Department of Insurance, Securities and Banking of the Government of the District of Columbia, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into an Administrative Consent Order with the Department of Insurance, Securities and Banking of the Government of the District of Columbia on November 2, 2011, in which: (i) the Department of Insurance, Securities and Banking of the Government of the District of Columbia alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$98,427.93 to the Department of Insurance, Securities and Banking of the Government of the District of Columbia, which amount was paid on November 14, 2011.</p>
3D(1); 3D(2)	<p>Ohio Division of Securities, Order No. 11-043</p> <p>Various state regulators, including the Ohio Division of Securities, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into an Administrative Consent Order with the Ohio Division of Securities on November 2, 2011, in which: (i) the New Mexico Securities Division alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$410,062.50 to the Ohio Division of Securities, which amount was paid on November 15, 2011.</p>
3D(1); 3D(2)	<p>Florida Office of Financial Regulation, Administrative Proceeding No. 0559-S-4/11</p> <p>Various state regulators, including the Florida Office of Financial Regulation, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Agreement and Final Order with the Florida Office of Financial Regulation on November 3, 2011, in which: (i) the Florida Office of Financial Regulation alleged that the Firm failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$1,755,209.90 to the Florida Office of Financial Regulation, which amount was paid on November 14, 2011.</p>

<p>3D(1); 3D(2)</p>	<p>New Mexico Securities Division, Order No. 11-11-998-003</p> <p>Various state regulators, including the New Mexico Securities Division, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Order with the New Mexico Securities Division on November 15, 2011, in which: (i) the New Mexico Securities Division alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$73,187.42 to the Minnesota Department of Commerce, which amount was paid on November 23, 2011.</p>
<p>3E(2)</p>	<p>FINRA MRV No. 2011027068601</p> <p>A Financial Industry Regulatory Authority, Inc. ("FINRA") review indicated that, in connection with partial transfer requests where Goldman, Sachs & Co. (the "Firm") was acting as a Partial Transfer Deliverer, the Firm had: (i) one purged Partial Transfer Receiver ("PTR") request during the month of December 2009 (the Firm processed 49 PTR account transfers during such month); (ii) two purged PTR requests during the month of March 2010 (the Firm processed 90 PTR account transfers during such month); and (iii) one purged PTR request during the month of October 2010 (the Firm processed 68 PTR account transfers during such month), in alleged violation of NASD Rule 11870. Without admitting or denying the allegations, the Firm executed and submitted a Minor Rule Violation Letter (MRV), which was accepted by FINRA Department of Enforcement on November 18, 2011, and on November 28, 2011, the Firm submitted a wire to FINRA in payment of a fine in the amount of \$2,500.</p>